UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK ----- X WORLD WRESTLING ENTERTAINMENT, INC. 04 CV 8223 (KMK) Plaintiff, (ECF CASE) : v. JAKKS PACIFIC, INC.; JAKKS PACIFIC (H.K.) LIMITED; ROAD CHAMPS LIMITED; THQ, INC.; THQ/JAKKS PACIFIC LLC, THE JOINT VENTURE OF THQ, INC. and JAKKS PACIFIC, : INC.; STANLEY SHENKER AND ASSOCIATES, INC.: STANLEY SHENKER; BELL LICENSING, : LLC; JAMES BELL; JACK FRIEDMAN; STEPHEN BERMAN and JOEL BENNETT, Defendants.

DECLARATION OF MICHAEL H. GRUENGLAS

MICHAEL H. GRUENGLAS, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury as follows:

1. I am a member of the Bar of the State of New York and a member of the firm Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for the JAKKS Defendants. I respectfully submit this declaration to place before the Court true and correct copies of the following documents referred to in the JAKKS Defendants' accompanying Memorandum of Law in support of their Motion to Dismiss.

Dated:

Exhibit A	Agency Agreement between WWE and SSAI, dated March 7, 1997.
Exhibit B	Complaint, Stanley Shenker & Assocs., Inc. v. World Wrestling Federation Entm't, Inc., X05 CV 00-0180933S, dated October 16, 2000.
Exhibit C	Complaint, World Wrestling Entm't, Inc. v. Bell, No. X05 CV 030193994S, dated February 14, 2003.
Exhibit D	Decision, Stanley Shenker & Assocs., Inc. v. World Wrestling Federation Entm't, Inc., 844 A.2d 964 (Conn. Super. Ct. 2003).
Exhibit E	Decision, World Wrestling Entm't, Inc. v. Bell, No. X05 CV 030193994S, 2004 WL 2039700 (Conn. Super. Ct. Aug. 17, 2004).
Exhibit F	Subpoena, dated June 11, 2002.
Exhibit G	Videogame License, dated June 10, 1998.
Exhibit H	Defendant's [WWE's] Answer and Counterclaims, <u>Stanley Shenker & Assocs.</u> , Inc. v. World Wrestling Federation Entm't, Inc., X05 CV 00-0180933S, dated April 11, 2001.
Exhibit I	Defendant's [WWE's] Amended Counterclaims, <u>Stanley Shenker & Assocs.</u> , Inc. v. World Wrestling Federation Entm't, Inc., X05 CV 00-0180933S, dated February 27, 2002.
Exhibit J	Settlement Agreement and General Release of All Claims, between WWE and JAKKS, dated January 15, 2004.

Michael H. Gruenglas

New York, New York February 16, 2005